

**EXCLUSIVE
GEOPHYSICAL
TRACT

AND

STATE AGENCY
EXCLUSIVE
GEOPHYSICAL
TRACT**

TRACT 34451 - Lafayette and St. Martin Parishes, Louisiana

All of the lands now or formerly constituting the beds and bottoms of all water bodies of every nature and description and all islands and other lands formed by accretion or reliction, except tax lands, owned by and not under mineral lease from the State of Louisiana on May 8, 2002, situated in Lafayette and St. Martin Parishes, Louisiana, within the following described boundaries: Beginning at a point having Coordinates of X = 1,757,600.00 and Y = 569,950.00; thence East 11,350.00 feet to a point having Coordinates of X = 1,768,950.00 and Y = 569,950.00; thence South 85 degrees 35 minutes 20 seconds East 17,551.99 feet to a point having Coordinates of X = 1,786,450.00 and Y = 568,600.00; thence South 62 degrees 44 minutes 11 seconds East 9,168.56 feet to a point having Coordinates of X = 1,794,600.00 and Y = 564,400.00; thence South 73 degrees 50 minutes 08 seconds East 7,184.01 feet to a point having Coordinates of X = 1,801,500.00 and Y = 562,400.00; thence South 14,400.00 feet to a point having Coordinates of X = 1,801,500.00 and Y = 548,000.00; thence South 57 degrees 43 minutes 28 seconds East 11,236.10 feet to a point having Coordinates of X = 1,811,000.00 and Y = 542,000.00; thence South 11,750.00 feet to a point having Coordinates of X = 1,811,000.00 and Y = 530,250.00; thence North 89 degrees 39 minutes 18 seconds West 41,500.75 feet to a point having Coordinates of X = 1,769,500.00 and Y = 530,500.00; thence North 45 degrees 00 minutes 00 seconds West 12,091.53 feet to a point having Coordinates of X = 1,760,950.00 and Y = 539,050.00; thence North 5,400.00 feet to a point having Coordinates of X = 1,760,950.00 and Y = 544,450.00; thence West 5,250.00 feet to a point having Coordinates of X = 1,755,700.00 and Y = 544,450.00; thence North 15,900.00 feet to a point having Coordinates of X = 1,755,700.00 and Y = 560,350.00; thence East 1,900.00 feet to a point having Coordinates of X = 1,757,600.00 and Y = 560,350.00; thence North 9,600.00 feet to the point of beginning, **LESS AND EXCEPT** those portions of State Lease No. 16959, State Lease No. 16960, State Lease No. 17315 and A0055 that may lie within the above described tract, containing approximately **287 acres**, as shown outlined on a plat on file in the Office of Mineral Resources, Department of Natural Resources, as provided by the applicant. All bearings, distances and coordinates are based on Louisiana Coordinate System of 1927 (South Zone).

NOTE: The above description of the tract nominated for lease has been provided exclusively by the party nominating the tract for lease.

Maps depicting the nominated tract, containing the bearings, distances and coordinates of the nominated tract based on the Louisiana Coordinate System of 1927, North or South Zone, as applicable, are available for public inspection and review at the offices of the Louisiana State Mineral Board from 10:00 a.m. to 3:00 p.m. Monday - Friday.

Any mineral lease selected from the nominated tract and awarded by the Louisiana State Mineral Board shall be without warranty of any kind, either express, implied, or statutory, including, but not limited to, the implied warranties or merchantability and fitness for a particular purpose. Should the mineral lease awarded by the Louisiana State Mineral Board be subsequently modified, cancelled or abrogated due to the

existence of conflicting leases, operating agreements, private claims or other existing of future obligations or conditions which may affect all or any portion of the leased tract, it shall not relieve the Lessee of the obligation to pay any bonus due thereon to the Louisiana State Mineral Board, nor shall the Louisiana State Mineral Board be obligated to refund any consideration paid by the Lessee prior to such modification, cancellation, or abrogation, including, but not limited to, bonuses, rents and royalties.

NOTE: All data shot by the successful bidder and due to be given to OMR under the terms of this Exclusive Geophysical Agreement #3 shall be given in the form and format specified in the said agreement to OMR pursuant to the confidentiality language of the said agreement. Further, the data required to be furnished to OMR hereunder shall be data shot over the entirety of the geographical area covered by this Exclusive Geophysical Agreement #3, shall not be data limited to just the State.

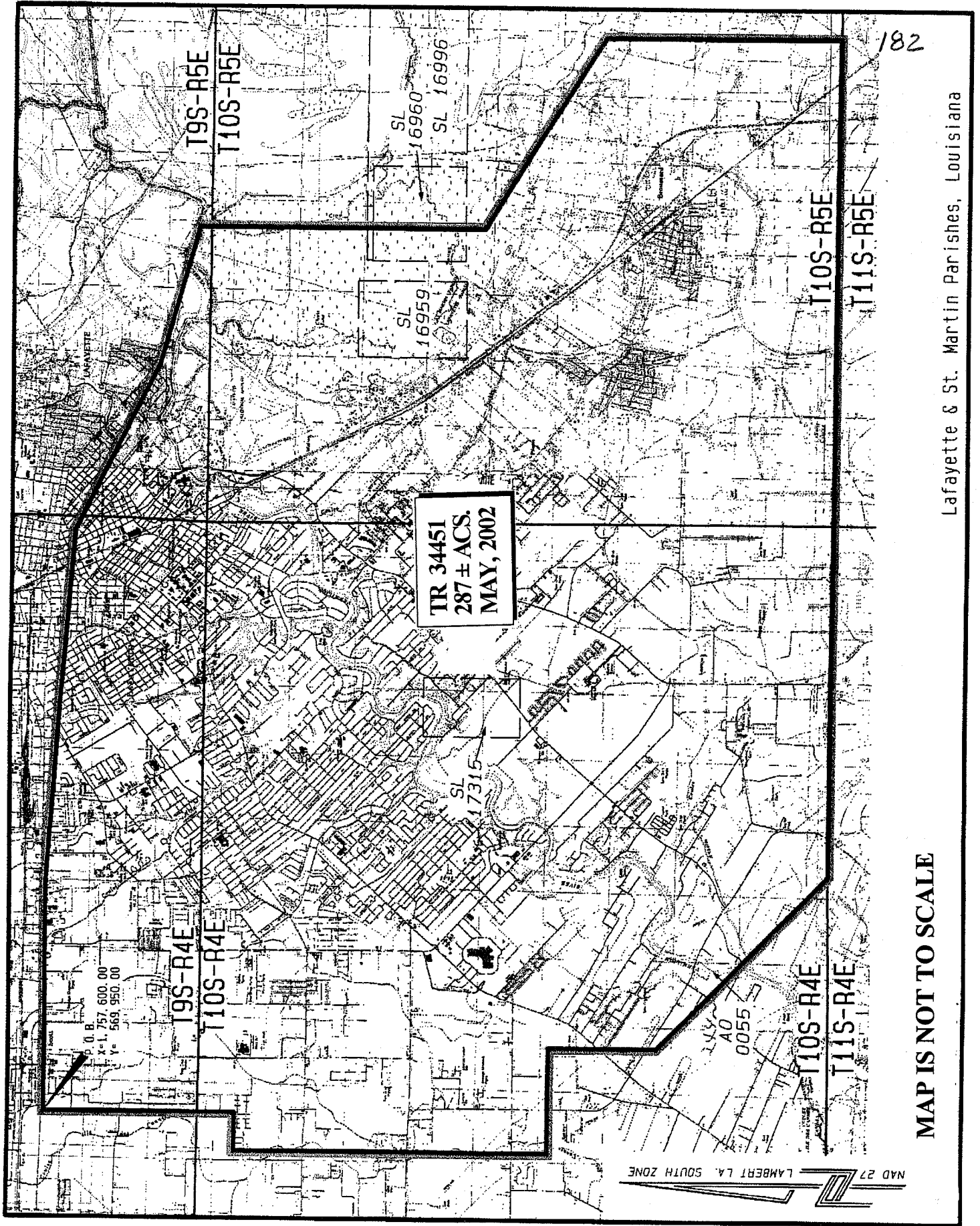
NOTE: For leases selected under either of the Type # 3's, a fee of ten percent (10%) of the total Cash Payment bonus must be paid by separate check made payable to the Office of Mineral Resources at the time the leases are selected and the Cash Payment bonuses are paid.

NOTE: Act 8 of the 2000 Second Extraordinary Legislative Session established two additional fees to be collected from mineral lessees on all mineral leases awarded on state owned lands and waterbottoms. **An additional fee of \$10 per acre will be collected and deposited into the Louisiana Wildlife and Fisheries Conservation Fund. An additional fee of \$5 per acre will be collected and deposited into the Oil and Gas Regulatory Fund.** A separate check in the amount of \$15 per acre made payable to the Office of Mineral Resources shall be submitted to the Office of Mineral Resources at the time the lease is selected. Selector may use a regular check for payment of the fees and will not receive the lease executed by the State Mineral Board until the fees are received.

NOTE: All bids shall specify the Cash Payment bonus for leases as a price per acre amount and an aggregate total amount. For purposes of rental; and deferred development payments, the price per acre amount set forth in the bid, when multiplied by the appropriate acreage, shall determine the full value of rental or deferred development payments to be made. If there are any discrepancies between the total State acreage specified in a lease and the actual State acreage within the geographical boundary of the lease tract, nevertheless, the price per acre specified in the bid for a lease shall be multiplied by the appropriate State acreage within the geographical boundary of the lease tract to compute rental or deferred development payments.

Applicant: Audubon Oil and Gas Corporation

Bidder	Cash Payment	Price / Acre	Rental	Oil	Gas	Other



TR 34451
287 ± ACS.
MAY, 2002

D.B.
1.757 600.00
1:569 950.00

LAMBERT LA. SOUTH ZONE

MAP IS NOT TO SCALE

Lafayette & St. Martin Parishes, Louisiana

TRACT 34452 - STATE AGENCY - Lafayette Parish, Louisiana.

Those certain tracts of lands belonging to and not presently under mineral lease from the Lafayette Consolidated Government, Lafayette Consolidated Government and/or Lafayette Airport Commission, University of Louisiana at Lafayette, Lafayette Parish School Board, Town of Broussard, City of Scott, and the Department of Transportation and Development, and not under mineral lease on May 8, 2002, located in Township 9 South Range 4 East, Township 9 South Range 5 East, Township 10 South Range 4 East, and Township 10 South Range 5 East, Lafayette Parish, being more fully described as follows: Beginning at a point having Coordinates of X = 1,757,600.00 and Y = 569,950.00; thence East 11,350.00 feet to a point having Coordinates of X = 1,768,950.00 and Y = 569,950.00; thence South 85 degrees 35 minutes 20 seconds East 17,551.99 feet to a point having Coordinates of X = 1,786,450.00 and Y = 568,600.00; thence South 62 degrees 44 minutes 11 seconds East 9,168.56 feet to a point having Coordinates of X = 1,794,600.00 and Y = 564,400.00; thence South 73 degrees 50 minutes 08 seconds East 7,184.01 feet to a point having Coordinates of X = 1,801,500.00 and Y = 562,400.00; thence South 14,400.00 feet to a point having Coordinates of X = 1,801,500.00 and Y = 548,000.00; thence South 57 degrees 43 minutes 28 seconds East 11,236.10 feet to a point having Coordinates of X = 1,811,000.00 and Y = 542,000.00; thence South 11,750.00 feet to a point having Coordinates of X = 1,811,000.00 and Y = 530,250.00; thence North 89 degrees 39 minutes 18 seconds West 41,500.75 feet to a point having Coordinates of X = 1,769,500.00 and Y = 530,500.00; thence North 45 degrees 00 minutes 00 seconds West 12,091.53 feet to a point having Coordinates of X = 1,760,950.00 and Y = 539,050.00; thence North 5,400.00 feet to a point having Coordinates of X = 1,760,950.00 and Y = 544,450.00; thence West 5,250.00 feet to a point having Coordinates of X = 1,755,700.00 and Y = 544,450.00; thence North 15,900.00 feet to a point having Coordinates of X = 1,755,700.00 and Y = 560,350.00; thence East 1,900.00 feet to a point having Coordinates of X = 1,757,600.00 and Y = 560,350.00; thence North 9,600.00 feet to the point of beginning, **LESS AND EXCEPT** those portions of State Agency Lease No.'s 15942, 16276, 16277, 16548, 16551, 16552, 16669, 16979, 17021, 17022, 17023, 17024, 17318, 17319 and 17320 that may lie within the above described tract, containing approximately 4,433.3656 gross acres, as shown outlined on a plat on file in the Office of Mineral Resources, Department of Natural Resources, as provided by the applicant. All bearings, distances and coordinates are based on Louisiana Coordinate System of 1927 (South Zone).

NOTE: The above description of the tract nominated for lease has been provided exclusively by the party nominating the tract for lease. The Louisiana State Mineral Board makes no representation as to the accuracy of the description of the nominated tract or its suitability for lease. The Louisiana State Mineral Board has made no inspection of the nominated tract for the existence of conflicting leases, operating agreements, private claims or other existing or future obligations or conditions which may affect all or any portion of the nominated tract or its suitability for lease.

Maps depicting the nominated tract for the exclusive geophysical agreement, containing the bearings, distances and coordinates of the nominated tract based on the Louisiana Coordinate System of 1927, North or South Zone, as applicable, are available for public inspection and review at the offices of the Louisiana State Mineral Board from 10:00 a.m. to 3:00 p.m. Monday - Friday.

Any mineral lease selected under the Exclusive Geophysical Agreement #3 from the nominated tract and given on behalf of the respective State Agency by the Louisiana State Mineral Board shall be without warranty of any kind, either express, implied, or statutory, including, but not limited to, the implied warranties or merchantability and fitness for a particular purpose. Should the mineral lease be subsequently modified, cancelled or abrogated due to the existence of conflicting leases, operating agreements, private claims or other existing or future obligations or conditions which may affect all or any portion of the leased tract, it shall not relieve the Lessee of the obligation to pay any bonus due thereon, nor shall the respective State Agency be obligated to refund any consideration paid by the Lessee prior to such modification, cancellation, or abrogation, including, but not limited to, bonuses, rents and royalties.

NOTE: A document providing for the breakdown of the physical location as well as the acreage content of each individual State agency parcel, which comprises, in aggregate, the total of 4,433.3656 acres advertised as State agency acreage covered by this Exclusive geophysical Agreement #3 to be bid upon, is available for viewing to the public at the Office of Mineral Resources, Leasing Section, in the LaSalle Building located at 617 N. 3rd Street, 8th floor, Baton Rouge, Louisiana; a copy of which will be attached to the Exclusive Geophysical Agreement #3 when issued.

NOTE: The individual agencies named herein may have special provisions, rules, regulations or other restrictions pertaining to methods of operation, indemnity, insurance, restoration of property, or on royalty and fees on leases taken under this agreement; which provisions, rules, regulations or other restrictions are available for viewing to the public at the Office of Mineral Resources, 8th floor, 617 N. 3rd Street, Baton Rouge, Louisiana, and a copy of which will be attached to the Exclusive Geophysical Agreement given herein and will govern all activity conducted hereunder.

NOTE: All data shot by the successful bidder and due to be given to OMR under the terms of this Exclusive Geophysical Agreement #3 shall be given in the form and format specified in the said agreement only to OMR, exclusive of the respective State Agencies granting the rights to the successful bidder hereunder, which respective State Agencies shall have no right to receive the said data from either the successful bidder or from OMR pursuant to the confidentiality language of the said agreement. Further, the data required to be furnished to OMR hereunder shall be data shot over the entirety of the geographical area covered by this Exclusive

Geophysical Agreement #3, shall not be data limited to just the State or respective State Agency acreage.

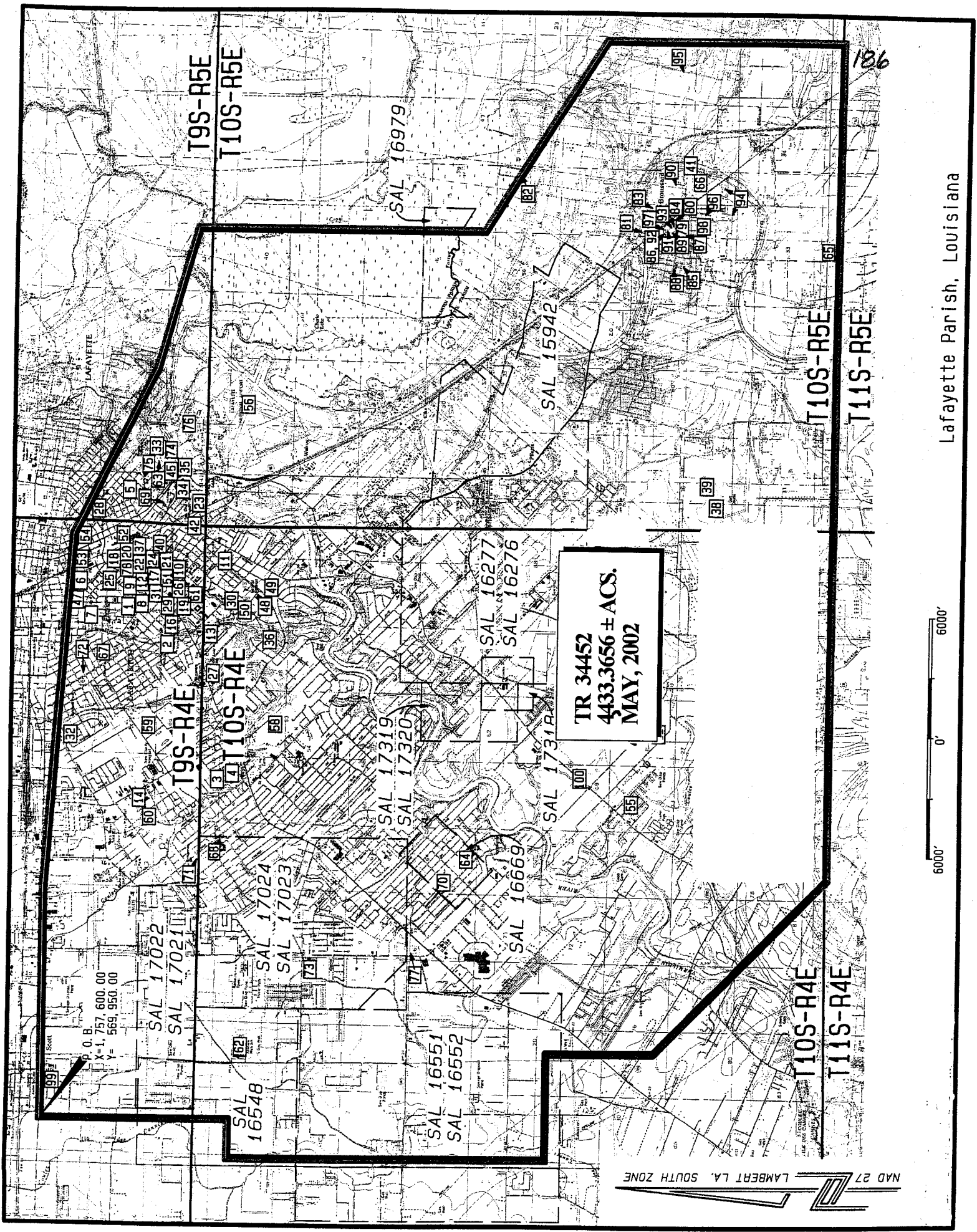
NOTE: As consideration for the State of Louisiana evaluating acreage, preparing, advertising, accepting bids on and executing this Exclusive Geophysical Agreement #3 on behalf of the various State Agencies named and listed herein, the Office of Mineral Resources shall require and collect from the successful bidder an Exclusive Geophysical Agreement fee amounting, in the aggregate, to the full and true sum of Five Thousand and No/100 (\$5,000.00) Dollars which fee shall be paid - over, above and exclusive of the total amount bid for this Exclusive Geophysical Agreement #3 - to the Office of Mineral Resources within ten (10) days of the awarding of this agreement.

NOTE: For leases selected under either of the Type # 3's, a fee of ten percent (10%) of the total Cash Payment bonus must be paid by separate check made payable to the Office of Mineral Resources at the time the leases are selected and the Cash Payment bonuses are paid.

NOTE: All bids shall specify the Cash Payment bonus for leases as a price per acre amount and an aggregate total amount. For purposes of rental; and deferred development payments, the price per acre amount set forth in the bid, when multiplied by the appropriate acreage, shall determine the full value of rental or deferred development payments to be made. If there are any discrepancies between the total State acreage specified in a lease and the actual State acreage within the geographical boundary of the lease tract, nevertheless, the price per acre specified in the bid for a lease shall be multiplied by the appropriate State acreage within the geographical boundary of the lease tract to compute rental or deferred development payments.

Applicant: Audubon Oil and Gas Corporation to Agencies and by Resolutions and Letters of Authorization from the Lafayette Consolidated Government, Lafayette Consolidated Government and/or Lafayette Airport Commission, University of Louisiana at Lafayette, Lafayette Parish School Board, Town of Broussard, City of Scott, and the Department of Transportation and Development authorizing the Mineral Board to act in their behalf.

Bidder	Cash Payment	Price / Acre	Rental	Oil	Gas	Other



Lafayette Parish, Louisiana



NAD 27 LAMBERT LA. SOUTH ZONE